

**CONSOLIDATED SCRUTINIZER'S REPORT (E-VOTING & POLL)**

REPORT OF SCRUTINIZER APPOINTED BY THE BOARD OF DIRECTORS FOR THE 31ST ANNUAL GENERAL MEETING OF B. P. CAPITAL LIMITED HELD ON SATURDAY, SEPTEMBER 28, 2024 AT 10:00 A.M. AT PLOT NO 138, ROZ KA MEO INDUSTRIAL AREA, SOHNA, MEWAT, HARYANA - 122103

The 31st Annual General Meeting of the Members of B. P. Capital Limited has been held on Saturday, 28th September, 2024 at 10:00 A.M. at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana - 122103, for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the Notice of 31st Annual General Meeting of M/s B. P. Capital Limited dated 02nd September, 2024.

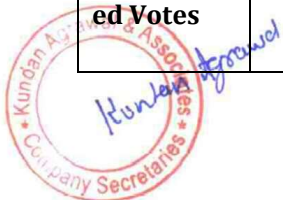
The undersigned **Mr. Kundan Agrawal, Practicing Company Secretary** was appointed as the Scrutinizer, by the Board of Directors of M/s B. P. Capital Limited at their Board Meeting held on 02nd September, 2024 for the 31st Annual General Meeting of the Company held on 28th September, 2024. The result of the poll & e-voting conducted for the Annual General Meeting is as under:-

Resolution No. 1

Nature of Resolution Ordinary Business-Ordinary Resolution

Subject Matter: To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2024 and the Statement of Profit and Loss of the Company and Cash Flow Statement and other Annexures thereof for the Financial Year ended 31st March, 2024 and the Report of the Board of Directors and Auditors thereon

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	32	3475586 (99.06%)	0	0	0	0
By E-Voting	45	2676 (0.08%)	6	30213 (0.86%)	0	0
Consolidated Votes	77	3478262 (99.14%)	6	30213 (0.86%)	0	0



Nature of Resolution Ordinary Business-Ordinary Resolution

Subject Matter: To appoint a Director in place of Mr. Rachit Garg (DIN:07574194), who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	31	3475576 (99.06%)	0	0	0	0
By E-Voting	45	2676 (0.08%)	6	30213 (0.86%)	0	0
Consolidated Votes	76	3478252 (99.14%)	6	30213 (0.86%)	0	0

Nature of Resolution Ordinary Business-Ordinary Resolution

Subject Matter: Reappointment of M/s Nemani Garg Agarwal & Co., Chartered Accountants as the Statutory Auditors of the Company

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	32	3475586 (99.06%)	0	0	0	0
By E-Voting	45	2676 (0.08%)	6	30213 (0.86%)	0	0
Consolidated Votes	77	3478262 (99.14%)	6	30213 (0.86%)	0	0



Resolution No. 4

Nature of Resolution Special Business-Ordinary Resolution

Subject Matter: Approval for Related Party Transaction(s)

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	24	3036142 (98.93%)	0	0	0	0
By E-Voting	45	2676 (0.09%)	6	30213 (0.98%)	0	0
Consolidated Votes	69	3038818 (99.02%)	6	30213 (0.98%)	0	0

Resolution No. 5

Nature of Resolution Special Business-Ordinary Resolution

Subject Matter: Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423) as a Director of the Company

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	31	3460586 (99.06%)	0	0	0	0
By E-Voting	45	2676 (0.08%)	6	30213 (0.86%)	0	0
Consolidated Votes	76	3463262 (99.14%)	6	30213 (0.86%)	0	0



Resolution No. 6

Nature of
Resolution Special Business- Special Resolution

Subject Matter: Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423) as the
Managing Director of the Company

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	31	3460586 (99.06%)	0	0	0	0
By E-Voting	45	2676 (0.08%)	6	30213 (0.86%)	0	0
Consolidated Votes	76	3463262 (99.14%)	6	30213 (0.86%)	0	0

Resolution No. 7

Nature of
Resolution Special Business- Special Resolution

Subject Matter: Authorisation under Section 186 of the Companies Act, 2013

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	No. of Shareholders	No. of shares
By Poll	32	3475586 (99.06%)	0	0	0	0
By E-Voting	45	2676 (0.08%)	6	30213 (0.86%)	0	0
Consolidated Votes	77	3478262 (99.14%)	6	30213 (0.86%)	0	0

All of the above mentioned resolutions have been duly passed with requisite majority.

KUNDAN AGRAWAL & ASSOCIATES
Company Secretaries



Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
UDIN:- F007631F001367431

Place: Delhi
Date: 29/09/2024



Report of Scrutinizer (E-Voting)
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 31st Annual General Meeting of the members of **M/s B. P. Capital Limited ("the Company")** held on Saturday, 28th September, 2024 at 10:00 A.M. at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana – 122103.

Dear Sir,

I, **Kundan Agrawal**, Practicing Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting as per provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for Annual General Meeting of B. P. Capital Limited held on Saturday, 28th September, 2024 at 10:00 A.M. at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana – 122103.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 31st Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast in favor or against the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Service (India) Limited (CDSL), for the e-voting process engaged by the Company.

Further to the above, I submit my report as under:-

1. The e-voting period remained open from 25th September, 2024 (09:00 A.M.) to 27th September, 2024 (05:00 P.M.). The Annual General Meeting of the company is held on Saturday, 28th September, 2024.
2. The Members of the Company as on the cut-off date i.e. 21st September, 2024 were entitled to vote on the resolution.
3. The Votes cast were unblocked on 28th September, 2024.
4. Thereafter the details containing inter alia, list of Equity Shareholder(s), who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website of **Central Depository Service (India) Limited (CDSL)**. i.e. www.evotingindia.com.



THE RESULT OF THE VOTE'S CASTED ELECTRONICALLY IS AS UNDER:

Item No. 1 of the Notice: Ordinary Business - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2024 and the Statement of Profit and Loss of the Company and Cash Flow Statement and other Annexures thereof for the Financial Year ended 31st March, 2024 and the Report of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
45	2676	08.14

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
06	30213	91.86

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

Item No. 2 of the Notice: Ordinary Business- Ordinary Resolution

To appoint a Director in place of Mr. Rachit Garg (DIN:07574194), who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
45	2676	08.14

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
06	30213	91.86

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0



Item No. 3 of the Notice: Ordinary Business- Ordinary Resolution

Reappointment of M/s Nemani Garg Agarwal & Co., Chartered Accountants as the Statutory Auditors of the Company

(i) Voted in favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
45	2676	08.14

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
06	30213	91.86

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

Item No. 4 of the Notice: Special Business- Ordinary Resolution

Approval of Related Parties Transaction(s)

(i) Voted in favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
45	2676	08.14

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
06	30213	91.86

(iii) Invalid Votes:

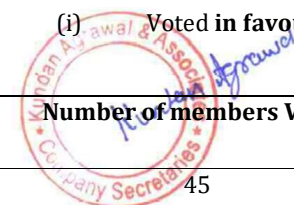
Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

Item No. 5 of the Notice: Special Business- Ordinary Resolution

Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423) as a Director of the Company

(i) Voted in favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
45	2676	08.14



(ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
06	30213	91.86

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

Item No. 6 of the Notice: Special Business- Special Resolution

Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423) as the Managing Director of the Company

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
45	2676	08.14

(ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
06	30213	91.86

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

Item No. 7 of the Notice: Special Business- Special Resolution

Authorisation under Section 186 of the Companies Act, 2013

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
45	2676	08.14

(ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
06	30213	91.86



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
0	0	0

Thanking You,


Yours Faithfully

KUNDAN AGRAWAL & ASSOCIATES
Company Secretaries


Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
UDIN:- F007631F001367431

Place: Delhi
Date: 29/09/2024

Witness 1:


: _____
Stisha
Occupation - Job
C-369, Surya Nagar
Ghaziabad, U.P. 201011.

Witness 2:


Saurav Upadhyay
Occupation: Business
F-14, Subhash chowk,
Laxmi Nagar, Delhi-92



FORM No. MGT - 13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014]

To
The Chairman,
M/s B. P. Capital Limited
Plot No 138, Roz Ka Meo Industrial Area,
Sohna, Mewat, Haryana – 122103.

Subject: For the 31st Annual General Meeting of the Members of B. P. Capital Limited held on Saturday, 28th September, 2024 at 10:00 A.M. at Plot No 138, Roz Ka Meo Industrial Area, Sohna, Mewat, Haryana – 122103

Dear Sir,

I, **Kundan Agrawal**, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of M/s B. P. Capital Limited at their meeting held on 02.09.2024 for the purpose of scrutinizing the poll and ascertaining the requisite majority on poll as per provision of section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereunder for the 31st Annual General Meeting of the Company.

1. After the time fixed for closing of the poll by the Chairman, ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers if any, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The result of the Poll is as under:

(a) Resolution No. 1

To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2024 and the Statement of Profit and Loss of the Company and Cash Flow Statement and other Annexures thereof for the Financial Year ended 31st March, 2024 and the Report of the Board of Directors and Auditors thereon.

- (i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
32	3475586	100



(ii) Voted **against** the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

**Total No of members present were 38 but 32 of them polled and 06 shareholders casted their votes through evoting,

(b) Resolution No. 2

To appoint a Director in place of Mr. Rachit Garg (DIN:07574194), who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013

(i) Voted in **favour** of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
31	3475576	100

(ii) Voted **against** the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 38 but 31 of them polled. Mr. Rachit Garg, being the related party abstained himself from the present resolution and 06 shareholders casted their votes through evoting,



(c) Resolution No. 3

Reappointment of M/s Nemani Garg Agarwal & Co., Chartered Accountants as the Statutory Auditors of the Company

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
32	3475586	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid** Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 38 but 32 of them polled and 06 shareholders casted their votes through evoting,

(d) Resolution No. 4

Approval of Related Parties Transaction(s)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
24	3036142	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil



(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 38 but 24 of them polled. 08 shareholders being the related parties, abstained themselves from the present resolution and 06 shareholders casted their votes through evoting,

(e) Resolution No. 5

Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423) as a Director of the Company

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
31	3460586	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 38 but 31 of them polled. 01 shareholder being the related parties, abstained himself from the present resolution and 06 shareholders casted their votes through evoting,

(f) Resolution No. 6

Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423) as the Managing Director of the Company



(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
31	3460586	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 38 but 31 of them polled. 01 shareholder being the related parties, abstained himself from the present resolution and 06 shareholders casted their votes through evoting,

(g) Resolution No. 7

Authorisation under Section 186 of the Companies Act, 2013

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
32	3475586	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

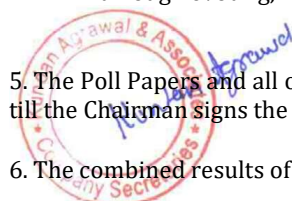
Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 38 but 32 of them polled and 06 shareholders casted their votes through evoting,

5. The Poll Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the Annual General Meeting.

6. The combined results of the votes (electronic and physical) are annexed as **Annexure-1** with this report.

7. All of the above mentioned resolutions have been duly passed with requisite majority.



Thank you,
Yours faithfully
KUNDAN AGRAWAL & ASSOCIATES
Company Secretaries



Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
UDIN:- F007631F001367431

Place: Delhi
Date: 29/09/2024

Witness 1:

Stisha
: _____
Stisha
Occupation - JAS
C-369, Surya Nagar
Ghaziabad, U.P. 201011.

Witness 2:

Saurav Upadhyay
Saurav Upadhyay
Occupation: Business
F-14, Subhash Chowk,
Laxmi Nagar, Delhi - 110012